

RECORDATION NO. 20035-0

MAYER • BROWN

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SURFACE TRANSPORTATION BOARD

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May 26, 2010

VIA HAND DELIVERY

Cynthia T. Brown  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Attn: Regina Smith

Re: Recordation No. 20035; Fourteen EMD SD80MAC Locomotives

Dear Ms. Brown:

Enclosed are an original and two copies of the documents described below, to be recorded pursuant to 49 U.S.C. § 11301:

Notarized Release Re Silver Locomotive Lease Units  
Bill of Sale for Silver Locomotive Lease Co., Ltd.  
Notice to the Custodian for Silver Locomotive Lease Co., Ltd.

The primary document to which these secondary documents are connected is recorded under Recordation No. 20035.

The names and addresses of the parties to the enclosed documents are:

Seller: Silver Locomotive Lease Co., Ltd.  
Caledonian House, Mary Street  
P.O. Box 1043  
George Town, Grand Cayman, Cayman Islands

Buyer: Consolidated Rail Corporation  
1717 Arch Street, 32<sup>nd</sup> Floor  
Philadelphia, PA 19103

Custodian: Morgan, Lewis & Bockius, LLP  
1701 Market Street  
Philadelphia, PA 19103

A description of the railroad equipment covered by the enclosed documents is:

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Fourteen (14) EMD SD80MAC locomotives originally CR 4114 through CR 4127; currently NYC 807 through NYC 811 and PRR 7207 through PRR 7215)

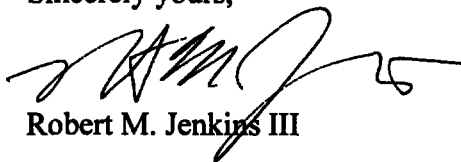
Also enclosed is a check in the amount of \$123.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

A short summary of the documents to appear in the index as follows:

Release of Lien, Bill of Sale, and Notice to Custodian

Kindly return the original and one stamped copy of this letter and the enclosed documents to the undersigned.

Sincerely yours,

A handwritten signature in black ink, appearing to read "R. M. Jenkins III", with a stylized flourish at the end.

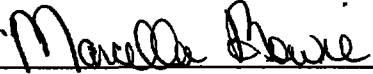
Robert M. Jenkins III

Attorney for Consolidated Rail Corporation

Enclosures

CERTIFICATE

I hereby certify that I have compared the copies of the Notarized Release Re Silver Locomotive Lease Units, Bill of Sale for Silver Locomotive Lease Co., Ltd., and Notice to the Custodian for Silver Locomotive Lease Co., Ltd. with the original documents and found them to be complete and identical in all respects.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_  
**MARCELLA BOWIE**  
**Notary Public, District of Columbia**  
**My Commission Expires May 14, 2011**

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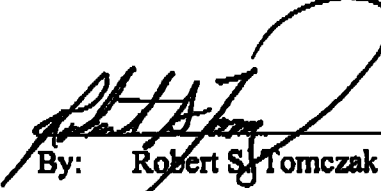
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**RELEASE****SURFACE TRANSPORTATION BOARD**

This Release dated as of April 30, 2010 is made by Silver Locomotive Lease Co., Ltd. "Lessor" / "Assignee".

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment") which is subject to a Lease Agreement dated as of April 30, 1996 between Silver Locomotive Lease Co., Ltd., Lessor and Consolidated Rail Corporation "Lessee" (Recordation Number 20035); Lease Supplement No.1 dated as of April 30, 1996 between Silver Locomotive Lease Co., Ltd., Lessor, and Consolidated Rail Corporation, Lessee (Recordation Number 20035-B); Trust Indenture and Security Agreement dated as of April 30, 1996 between Silver Locomotive Lease Co., Ltd., Lessor, Consolidated Rail Corporation, Lessee and Wilmington Trust Company "Indenture Trustee" (Recordation Number 20035-A); Trust Indenture Supplement No.1 dated as of April 30, 1996 between Silver Locomotive Lease Co., Ltd., Lessor, Consolidated Rail Corporation, Lessee and Wilmington Trust Company, Indenture Trustee (Recordation Number 20035-C); Lessor Security Agreement dated as of April 30, 1996 between Consolidated Rail Corporation, Lessee and Silver Locomotive Lease Co., Ltd., Lessor (Recordation Number 20035-D); Assignment Agreement dated as of April 30, 1996 between Consolidated Rail Corporation "Assignor" and Silver Locomotive Lease Co., Ltd., Assignee (Recordation Number 20035-E) collectively hereinafter the "Agreements", which were duly filed in accordance with 49 U.S.C. 11301 or 11303 as applicable (together with amendment agreements, assignments and supplements filed thereafter under Recordation Numbers 20035 through 20035-E).
2. Silver Locomotive Lease Co., Ltd., Lessor/Assignee, hereby releases any and all liens, claims and other encumbrances on the Equipment as granted to Silver Locomotive Lease Co., Ltd., Lessor/Assignee, pursuant to said Agreements.

IN WITNESS WHEREOF, Silver Locomotive Lease Co., Ltd. has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

  
By: Robert S. Tomczak  
Title: Director

**Schedule A*****Silver Locomotive Lease  
Units*****Conrail Lease Reference: L196A****SD80MAC  
Locomotives**

<b>Original</b>		<b>Current</b>	
<b>Initial</b>	<b>Unit Number</b>	<b>Initial</b>	<b>Unit Number</b>
CR	4114	PRR	7207
CR	4115	PRR	7208
CR	4116	NYC	807
CR	4117	PRR	7209
CR	4118	PRR	7210
CR	4119	PRR	7211
CR	4120	PRR	7212
CR	4121	NYC	809
CR	4122	NYC	809
CR	4123	PRR	7213
CR	4124	NYC	810
CR	4125	NYC	811
CR	4126	PRR	7214
CR	4127	PRR	7215

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of

San FranciscoOn 4/30/2010

Date

before me,

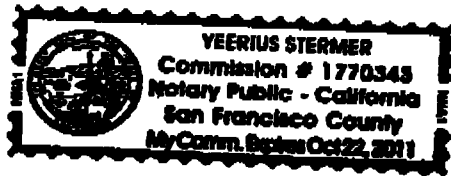
Yeerius Stermer, notary public

Here Insert Name and Title of the Officer

personally appeared

Robert S. Tomczak

Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document:

Release - Silver Locomotive Lease Co Ltd

Document Date:

April 30, 2010

Number of Pages:

2

Signer(s) Other Than Named Above:

**Capacity(ies) Claimed by Signer(s)**

Signer's Name

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing

Signer's Name:

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing:

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here